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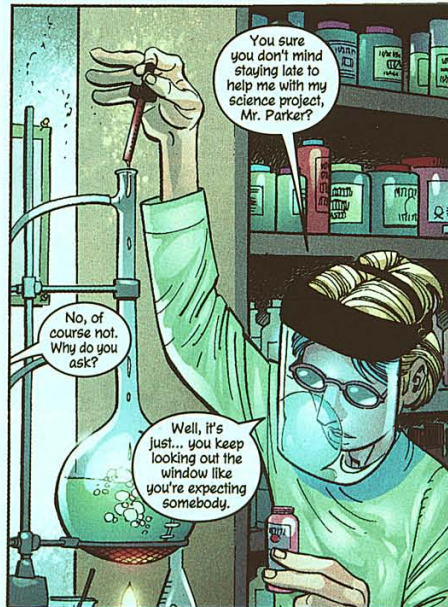
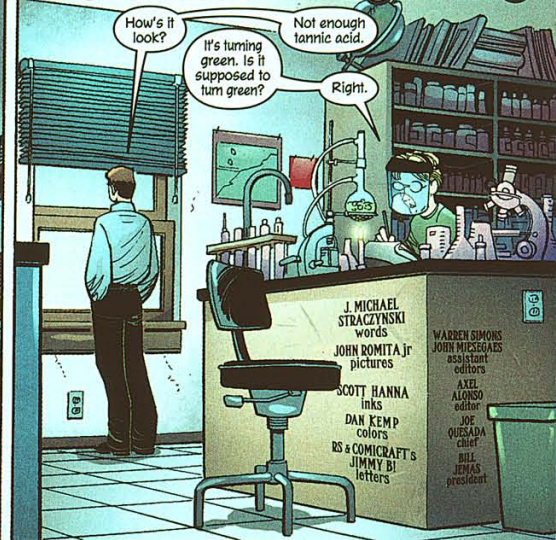
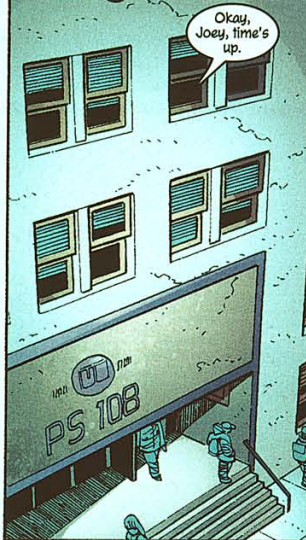
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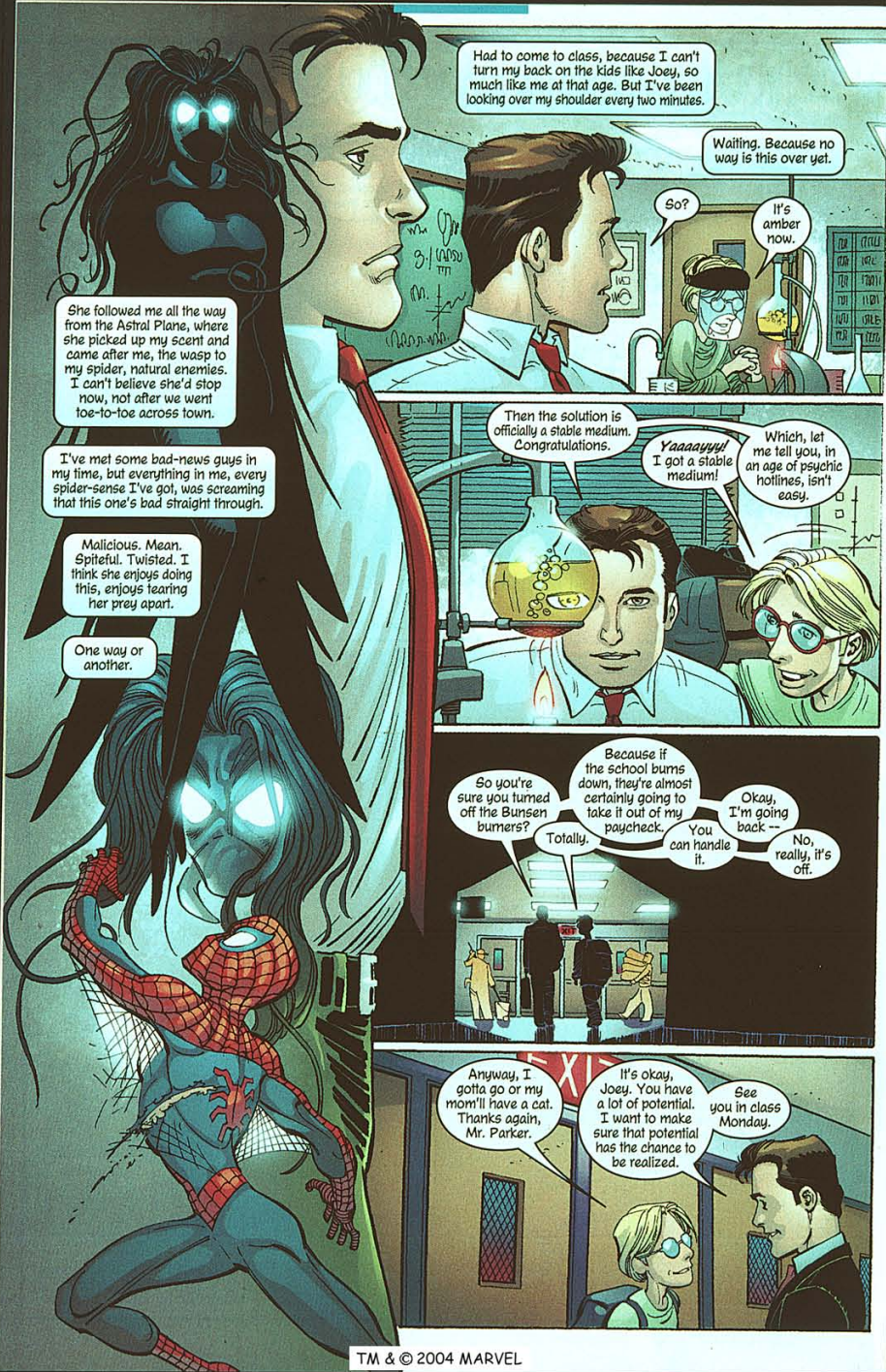
STAN LEE
presents:

The Life & Death of SPIDERS



AMAZING SPIDER-MAN (ISSN #0274-5232) Vol. 2, No. 47, January, 2003. Published monthly except semi-monthly in September by MARVEL COMICS, a division of MARVEL ENTERTAINMENT GROUP INC. OFFICE OF PUBLICATION: 10 East 40th Street, New York, NY 10016. PERIODICALS POSTAGE PAID AT NEW YORK, NY AND AT ADDITIONAL MAILING OFFICES. © 2002 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. \$2.50 per copy in the U.S. and \$3.75 in Canada (GST #R127028524). Canadian Agreement #40688537. Printed in the USA. Subscription rate (U.S. dollars) for 12 issues: U.S. \$27.00, Canada \$37.00, Foreign \$39.00. POSTMASTER: SEND ALL ADDRESS CHANGES TO AMAZING SPIDER-MAN, c/o MARVEL SUBSCRIPTION DEPT., P.O. BOX 32 NEWBURN, NY 12551. TELEPHONE # (800) 217-8158. FAX # (845) 966-7028. subscriptions@marvel.com. PETER CUNEO, Chief Executive Officer; AVI ARAD, Chief Creative Officer; GUY KURYO, Chief Information Officer; DAVID BOGART, Managing Editor; STAN LEE, Chairman; Emeritus. For information regarding advertising in Marvel Comics or on Marvel.com, please contact Russell Brown, Executive Vice President, Consumer Products, Promotions and Media Sales at 212-576-8561 or rbrown@marvel.com.

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She followed me all the way from the Astral Plane, where she picked up my scent and came after me, the wasp to my spider, natural enemies. I can't believe she'd stop now, not after we went toe-to-toe across town.

Malicious. Mean. Spiteful. Twisted. I think she enjoys doing this, enjoys tearing her prey apart.

One way or another.

Had to come to class, because I can't turn my back on the kids like Joey, so much like me at that age. But I've been looking over my shoulder every two minutes.

Waiting. Because no way is this over yet.

So?

It's amber now.

Then the solution is officially a stable medium. Congratulations.

Yaaaaayyyy! I got a stable medium!

Which, let me tell you, in an age of psychic hotlines, isn't easy.

So you're sure you turned off the Bunsen burners?

Totally.

Because if the school burns down, they're almost certainly going to take it out of my paycheck.

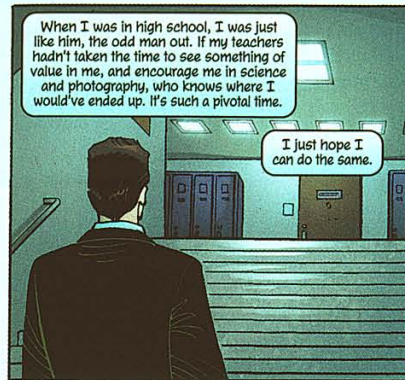
Okay, I'm going back --

No, really, it's off.

Anyway, I gotta go or my mom'll have a cat. Thanks again, Mr. Parker.

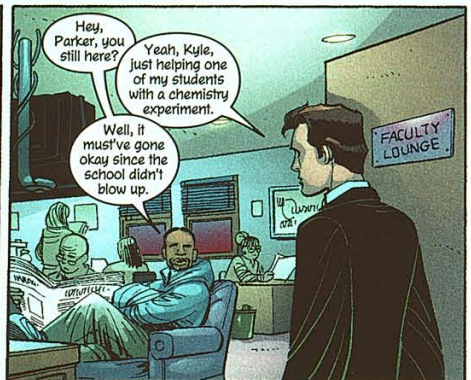
It's okay, Joey. You have a lot of potential. I want to make sure that potential has the chance to be realized.

See you in class Monday.



When I was in high school, I was just like him, the odd man out. If my teachers hadn't taken the time to see something of value in me, and encourage me in science and photography, who knows where I would've ended up. It's such a pivotal time.

I just hope I can do the same.



Hey, Parker, you still here?

Yeah, Kyle, just helping one of my students with a chemistry experiment.

Well, it must've gone okay since the school didn't blow up.



Some of us are putting together a field trip to the Museum of Natural History next month, you want in, Peter?

Sure.

--so when did the two of you first get together?



It was two, almost three years ago that I became Spider-Man's lover.

What?!



Didn't you hear? She's been on the TV all day, talking about how she and Spider-Man have been an item. The story just got picked up by CNN.

He has... well, I suppose the term would be an insatiable appetite for sex.

But that's often the case with men who are trying to compensate for something.



It's her. I can feel it. I can hear it in her voice.



Not Sharon. Shathra.

Where I became disillusioned, and when I decided to go public, was when I realized that so many of his so-called battles were staged for publicity, and that he was receiving kickbacks from some of the companies whose buildings were damaged during his fights.

Sharon Keller Caught In A Web Of Lies

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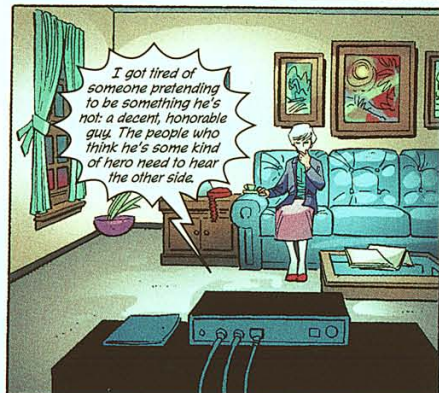
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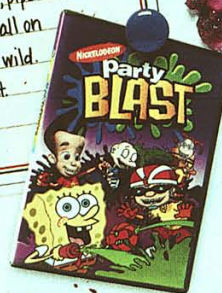
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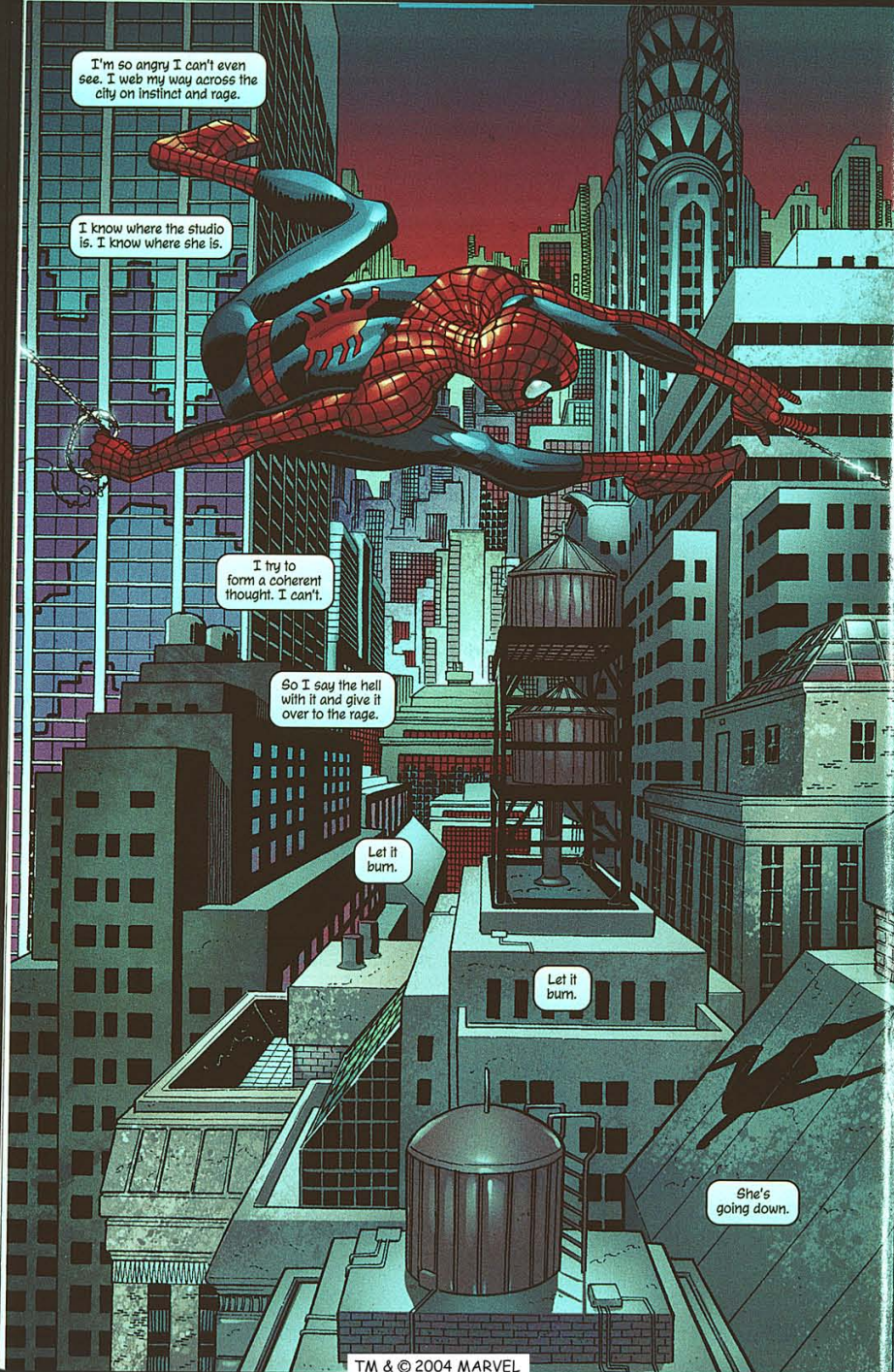
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Comic Mischief





I'm so angry I can't even see. I web my way across the city on instinct and rage.

I know where the studio is. I know where she is.

I try to form a coherent thought. I can't.

So I say the hell with it and give it over to the rage.

Let it burn.

Let it burn.

She's going down.



So what can you tell us about Spider-Man that the general public doesn't know?

You mean like who he is?

That would be a start.



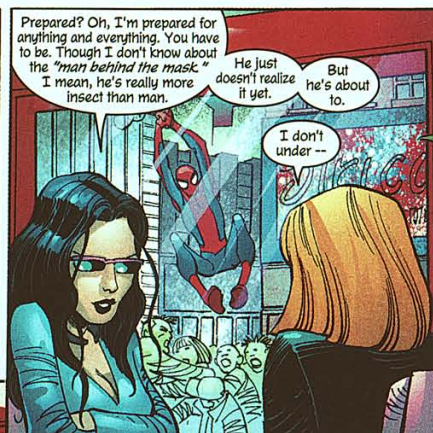
Well, I suppose I *could*, but it's a little early in the game for that, don't you think?

Do you consider this a game?



Isn't everything? Not that it really means anything to me one way or another.

So you're prepared to tell us the name of the man behind the mask?



Prepared? Oh, I'm prepared for anything and everything. You have to be. Though I don't know about the "man behind the mask." I mean, he's really more insect than man.

He just doesn't realize it yet.

But he's about to.

I don't under --



CRASH

That's enough!

Aaaaahhh!



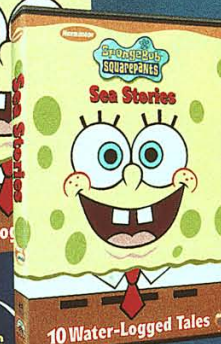
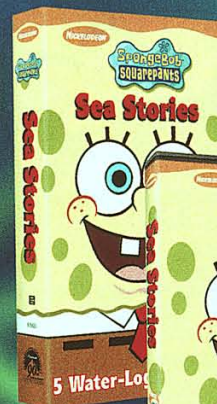


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THIS HOLIDAY SEASON, IT'S HIP TO BE SQUARE.

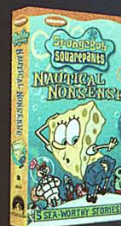
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I ❤️ heal berries

My parents went to **FILGAIA** and all I got was this stupid t-shirt!

WILD ARMS 3



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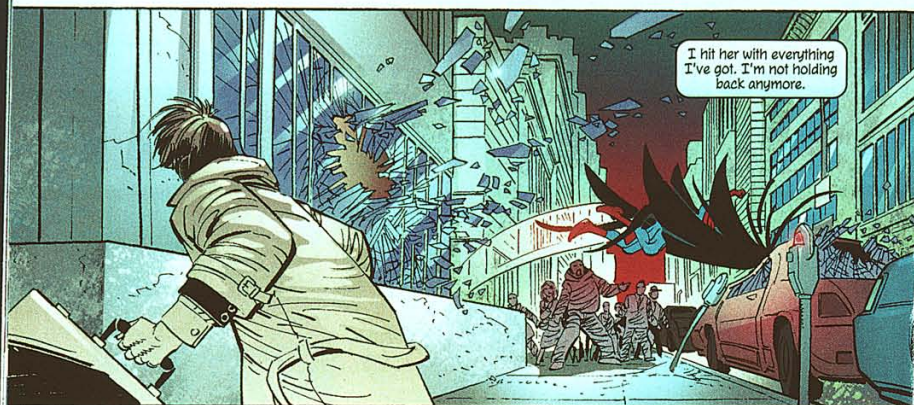
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WILD ARMS 3



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RP
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I hit her with everything I've got. I'm not holding back anymore.



She did worse than hit me. She hurt me in the deepest part of myself. My self-respect. My heart.

Listening to her, I wanted to be sick. Or take a bath.



Now as the rage fills me so that I'm half blind with fury, I want only one thing.



I want to kill her. For the first time in my life, I want to kill something. Because that's what she is. A thing. Inhuman. Monstrous.



I want to grind her bones to powder with my bare hands. Fighting on sheer instinct. Not thinking, just fighting.



And it feels good. It feels --

Aaaagh!!!

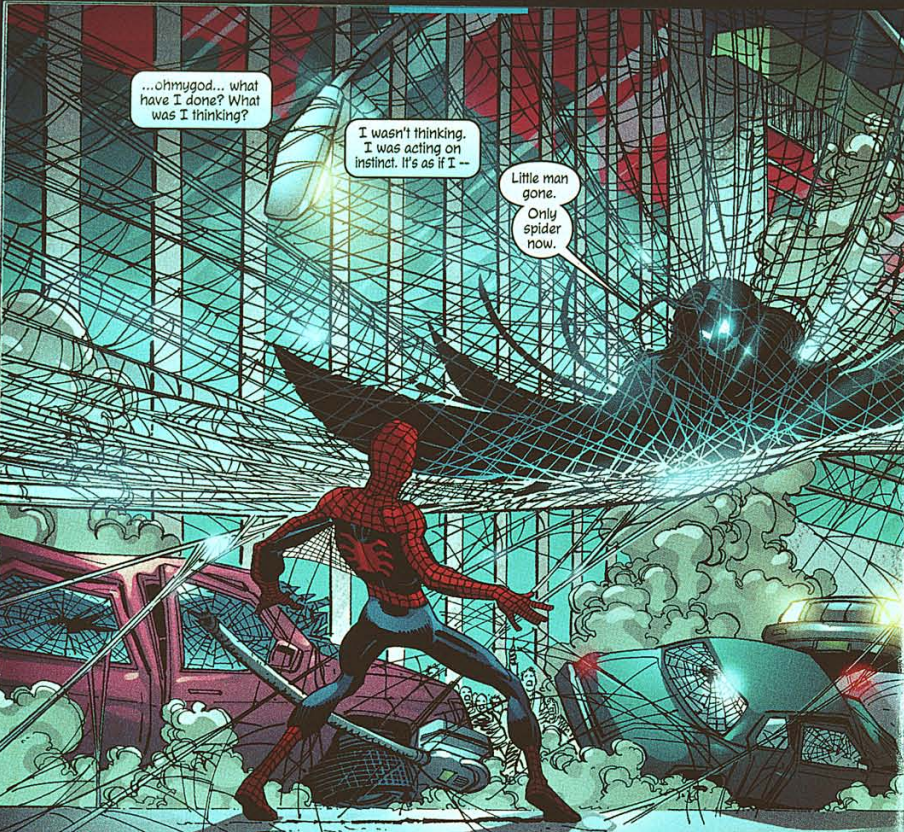


Shush -- don't let him hear you!

Aaaagh!!!
Monster! Monster, Mommy, monster!



What's he pointing at me for? I'm not the monster, I --

Spider-Man is in a city street completely covered in a dense web. He is looking up at a large, dark, multi-eyed creature (Shathra) that is also covered in webs. A car is visible in the background.

...ohmygod... what have I done? What was I thinking?

I wasn't thinking. I was acting on instinct. It's as if I --

Little man gone. Only spider now.

A close-up of Shathra's face, showing multiple eyes and a menacing expression. The face is partially obscured by webs.

Shathra sent the man away.

Now Shathra and little spider are just what they are, and nothing they are not.

Now little spider is ripe.

A close-up of Shathra's face, showing multiple eyes and a menacing expression. The face is partially obscured by webs.

She wanted me angry. She wanted me to lose control. Wanted me to be like her.

Spider to her wasp.

A close-up of Shathra's face in a dark setting, with its eyes glowing. The face is partially obscured by webs.

Natural enemies.

Pure and unambiguous.

A close-up of Shathra's face in a dark setting, with its eyes glowing. The face is partially obscured by webs.

Because what mother feeds impure food to her children?

A close-up of Shathra's face in a dark setting, with its eyes glowing. The face is partially obscured by webs.

I'm still running on instinct; have to get out of here, clear my head.



Worry about cleaning up the mess later, when I —



Hssssss...

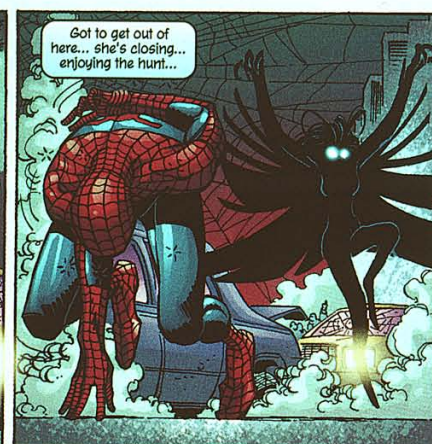
Aaaaaahhhh!



Damn it... feeling when I should have been thinking... back's on fire, spreading —



Every nerve on fire... some kind of stinger with a paralyzing agent... come on, Peter, keep moving.



Gotta get out of here... she's closing... enjoying the hunt...



Hey, watch it, where d'ya think you're --



SHUNK



SHUNK



Drive.

Wh... where?

Anywhere.

SOMETIMES THE ONLY WAY TO DEFEAT A
PREDATOR
 IS TO BECOME ONE



Violence

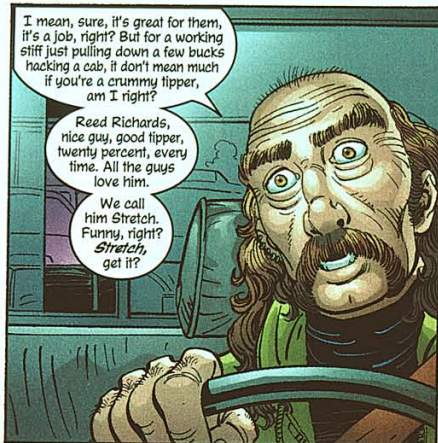
Evil has a new face. And this time, it's your own.



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I mean, sure, it's great for them, it's a job, right? But for a working stiff just pulling down a few bucks hacking a cab, it don't mean much if you're a crummy tipper, am I right?

Read Richards, nice guy, good tipper, twenty percent, every time. All the guys love him.

We call him Stretch. Funny, right? Stretch, get it?



Worst tipper ever, this guy got into my cab years ago, all covered in water, wings on his feet if you can believe that. Tried to pay me in seashells. A real nut, y'know?

I think he was maybe a foreigner, not from around here, so maybe that's it, people got funny ways, y'know?

Let me out... have to get out --



Here? Sure thing, chief. Just let me pull over. Cops in this part of town'll give you a ticket for blinking funny --

No... have to get out... now!



Hey! That's five-fifty! Hey!

Muscles are freezing up... from the paralyzing sting... if I don't keep moving they'll lock up.

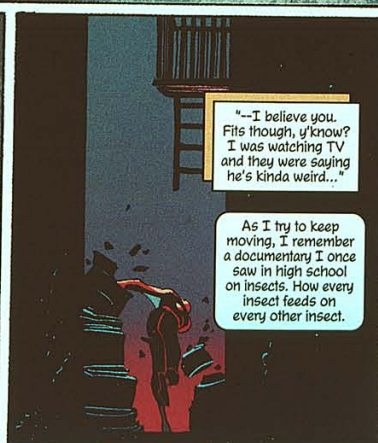


Hey, you see that!? Spider-guy over there stiffed me on a fare!

You're freakin' kidding!

Do I freakin' look like I'm freakin' kidding?

Okay, Okay --



--I believe you. Fits though, y'know? I was watching TV and they were saying he's kinda weird...

As I try to keep moving, I remember a documentary I once saw in high school on insects. How every insect feeds on every other insect.



I remember watching a spider-wasp sting a spider, and follow it until the paralysis stopped it dead in its tracks. And I thought how awful, knowing you were dead, but you weren't dead yet.



I told myself it's just the way it is in the insect kingdom. Everything feeds on everything else. It's just nature's way.

I don't want to die. Not like this.

Not like an insect. Trapped. Waiting to die.



--and the hat guy says to the kangaroo, "We don't serve food here! This is a hat store! Can't you read?"

And the kangaroo says, "Listen, if I could read, I would've asked for a menu!"

--snicker! --

Head's getting fuzzy from the sting. I think about people joking while insects die all around them, not even aware of the war going on under their feet, in the walls.



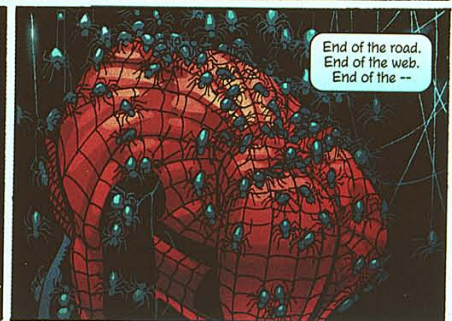
My fingers are numb. I can't feel my face anymore.

I keep crawling on instinct.

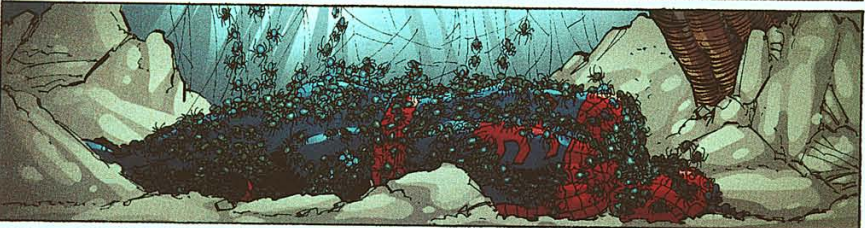
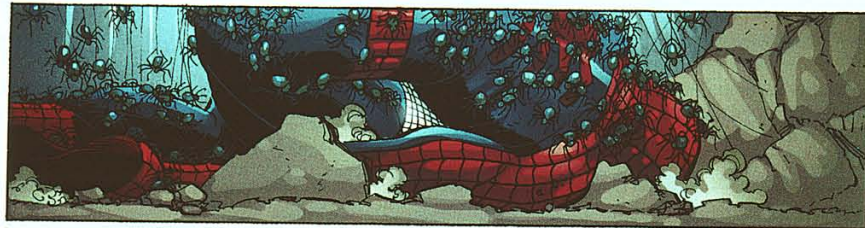
Insect instinct.



Can't keep my eyes open. Can't crawl any further. Just want to sleep. I feel myself letting go of my body.



End of the road. End of the web. End of the --



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TO BE CONTINUED

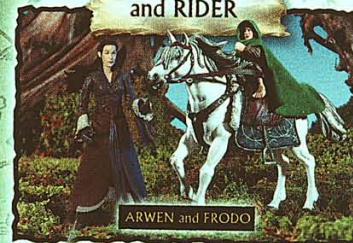
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THE LORD OF THE RINGS

THE FELLOWSHIP OF THE RING



DELUXE HORSE and RIDER

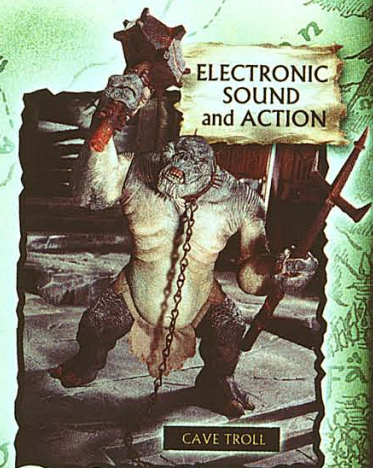


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XSOMEWHERE OVER THE MIDWEST...



He just got so weird about that "almost kiss".

Has he got a girlfriend or something who might be jealous?

There was someone Warren loved very much ... but she loved someone else.

Not long ago she was killed.

He broke up with her, but that didn't mean he stopped loving her.

I didn't know.

No reason you should.



Warren's a very private person --
-- even with his friends --



-- he's been through things we can only guess at.



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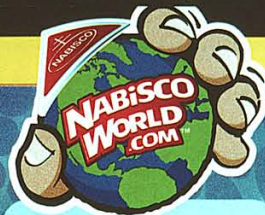
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